FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

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OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	
Estimated aver	age burden
houre nor roenr	nee 16.00

Serial

SEC USE ONLY

DATE RECEIVED

Prefix

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UNIFORM LIMITED OFFERING EXEM	PTION L
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
TALALA COALBED METHANE DEVELOPMENT	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE CHI RECEIVED
Type of Filing: New Filing Amendment	- ROSIVED ROS
A. BASIC IDENTIFICATION DATA	SEP 1 3 2006 >>
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
ALALA COALBED METHANE DEVELOPMENT	203/49
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
2800 GRIFFIN DRIVE, , BOWLING GREEN, KENTUCKY 42103	800 230 2535
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
if different from Executive Offices)	
crief Description of Business	PROCESSE
FIVE (5) WELL PROJECT IN ROGERS COUNTY OKLAHOMA (74% WORKING INTERES	PROCESSED
ype of Business Organization	SEP 18 2006 E
	clease specify):
business trust limited partnership, to be formed	THOMSON
Month Year	MAYINCIAL
ctual or Estimated Date of Incorporation or Organization: 0 8 0 0 Actual Estin	nated

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

2. Enter the infor				SECURITOR SERVICE SERVICES	FNH	FICATION DATA		<u>\$\$\$\$\$7.60</u>		
Each prof	noter of t	he issuer, if th	e issuer l	has been organized v	vithin	the past five years;				
• Each bene	eficial ow	ner having the	power to	vote or dispose, or di	rect th	e vote or disposition	of, 10	% or more	of a cla	ss of equity securities of the issue
				porate issuers and of	corpo	rate general and ma	nagin	g partners o	f partn	ership issuers; and
• Each gene	eral and n	nanaging partn	er of par	tnership issuers.						
Check Box(es) that	Apply:	✓ Promote	er 📋	Beneficial Owner		Executive Officer		Director	Ø	General and/or Managing Partner
Full Name (Last nam ALLIED ENERGY	-	•	_							
Business or Residen 2800 GRIFFEN D										
Check Box(es) that A	Apply:	✓ Promote	er 🔽	Beneficial Owner	Z	Executive Officer		Director		General and/or Managing Partner
Full Name (Last nam STENGELL, STE		f individual)	_	V 163	_		_			
Business or Residen	ce Addres	s (Number :	and Stree	t, City, State, Zip Co	ode)					
2800 GRIFFEN DI	RIVE, B	OWLING GF	REEN, K	ENTUCKY 42103	}					
Check Box(es) that A	Apply:	Promote	r [Beneficial Owner	Z	Executive Officer	Ø	Director		General and/or Managing Partner
Full Name (Last nam HALIBURTON, C		individual)			-					
Business or Residence	ce Addres	s (Number a	nd Stree	t, City, State, Zip Co	ode)					
2800 GRIFFEN DI	RIVE, B	OWLING GF	REEN, K	ENTUCKY 4210						
Check Box(es) that A	Apply:	Promote	r 🗌	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last nam	e first, if	individual)	-				-			
Business or Residence	e Addres	s (Number a	nd Stree	t, City, State, Zip Co	de)		********			
Check Box(es) that A	Apply:	Promote	r 🗌	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last nam	e first, if	individual)	_	,			-		-	
Business or Residence	e Addres	s (Number a	nd Street	t, City, State, Zip Co	de)	***************************************				e
Check Box(es) that A	Apply:	Promote	r 🗍	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last nam	e first, if	individual)		-						
Business or Residence	e Addres	s (Number a	nd Street	, City, State, Zip Co	de)					
Check Box(es) that A	apply:	Promote		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last nam	e first, if	individual)	_							
Business or Residenc	e Addres	s (Number a	nd Street	, City, State, Zip Co	de)			·	- · · · · · · · · · · · · · · · · · · ·	
		(Use I	blank she	et, or copy and use	additic	onal copies of this sh	neet a	s necessary)	

					В. ј	NFORMA	TION ABOU	JT OFFER	ING	il ia e e e			
1	TT 41			1		-11 4				-: D		Yes	No
1.	Has the	e issuer so	ia, or aces i				c, Column			_			X
2.	What is	s the minir	num investi					-				s 14,	,000.00
۷.	Wilat I	s the mini	num mvesti	nent that v	viii be acce	spied from	any marvi	uuai:		***************************************		Yes	No
3.	Does th	ne offering	permit joir	ıt ownersh	ip of a sing	gle unit?				••••••			
4.	commis If a pers or state	ssion or sin son to be li s, list the n	nilar remune sted is an as	eration for s sociated pe proker or d	solicitatior erson or ag ealer. If m	of purchas ent of a bro ore than fiv	sers in conn ker or deale e (5) perso	ection with er registere ns to be lis	n sales of se d with the S ted are asso	curities in SEC and/or	lirectly, any the offering. with a state sons of such		
Ful	l Name (Last name	first, if ind	ividual)									
Bus	siness or	Residence	Address (N	Number an	d Street, C	ity, State, 2	Zip Code)					··········	
Nar	me of As	sociated B	roker or De	aler									
Sta	tes in Wh	nich Person	n Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State	s" or check	individua	States)	• • • • • • • • • • • • • • • • • • • •						☐ Al	1 States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Full	l Name (Last name	first, if ind	ividual)									
Bus	siness or	Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)		.w.1/1.u.				
Nan	ne of Ass	sociated B	roker or De	aler	 			<u> </u>					
Stat	es in Wh	ich Persor	Listed Has	Solicited	or Intends	to Solicit	Purchasers			<u>-</u>			
	(Check	"All State:	s" or check	individual	States)					•••••			l States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV		HI MS OR WY	ID MO PA PR
Full	Name (I	Last name	first, if indi	vidual)									
Bus	iness or	Residence	Address (N	Number an	d Street. C	ity. State. 2	Zip Code)						
						,, 5,44,6,	J.P 0020)						
Nan	ne of Ass	ociated Br	oker or Dea	aler									
Stat			Listed Has										
	(Check '	"All States	" or check	individual	States)		************************************		•••••		•••••	☐ All	States
	AL IL MT	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	MN OK	HI MS OR WY	ID MO PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	S	\$
	Equity	S	
	Common Preferred		
	Convertible Securities (including warrants)	S	\$
	Partnership Interests	1,036,000.00	\$_315,000.00
	Other (Specify)		
	Total		
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	13	\$ <u>315,000.00</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$_5,000.00
	Legal Fees		\$_7,500.00
	Accounting Fees		\$ 2,500.00
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify) ORGANIZATION COSTS	_	\$ 25,000.00
	Total		\$ 40,000.00

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	5	•	996,000.00
Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.	l		
	D	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	□ \$		\$
Purchase of real estate	<u></u> \$		\$
Purchase, rental or leasing and installation of machinery and equipment	☐ \$.		\$
Construction or leasing of plant buildings and facilities	_ □ \$_		\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	┌┐\$		\(\) \$
Repayment of indebtedness			
Working capital			_
Other (specify):	_ □ \$_		_
CONTRACT DRILLING AND COMPLETION AND MANAGEMENT COSTS	_		
	\$_	1,049,200.0	C 🗆 \$
Column Totals	\$_	1,049,200.0	0.00
Total Payments Listed (column totals added)		\$ <u></u> \$	049,200.00
D. FEDERAL SIGNATURE			

T the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

TALALA COALBED METHANE DEVELOPMENT

Name of Signer (Print or Type)

STEVE STENGELL

Title of Signer (Print or Type)

EXECUTIVE VICE PRESIDENT ALLIED ENERGY GROUP

Date

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification	Yes	No
provisions of such rule?		X

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
TALALA COALBED METHANE DEVELOPMENT	HA!	8.31 M
Name (Print or Type)	Title (Print or Type)	
STEVE STENGELL	EXECUTIVE VICE PRESIDENT	ALLIED ENERGY GROUP

1. Is any

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 1 2 3 4 5 Disqualification Type of security under State ULOE and aggregate (if yes, attach Intend to sell to non-accredited offering price Type of investor and explanation of offered in state amount purchased in State waiver granted) investors in State (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Non-Accredited Accredited State Yes No **Investors** Amount **Investors** Amount Yes No ΑL GP \$1,036,000 X ΑK X AZX AR X $\mathsf{C}\mathsf{A}$ 2 \$112,000.00 × CO 1 \$14,000.00 × CT× DE × DC X X 1 \$28,000.00 FL GA × HI × ID X IL1 \$7,000.00 × IN 1 X \$28,000.00 × IΑ KS × KY × 2 \$35,000.00 LA X ME X MD X MAX MI × MN \$7,000.00 X 1

MS

X

APPENDIX 3 1 2 4 5 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach offering price to non-accredited Type of investor and explanation of offered in state amount purchased in State waiver granted) investors in State (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes No **Investors Investors** Yes No Amount Amount MO X MT × NE X NVX 1 \$14,000.00 NH X NJ × NM X × NY 1 NC \$28,000.00 X X ND ОН x OK × 1 \$28,000.00 × OR PA × X RI X SC SD X TN × TX X UT × VŢ × VA × WA X WV X WI X

1	2 3 4				4									
	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					amount purchased in State				lification ate ULOF attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No					
WY		×												
PR	<u></u>	×												